

Pat Lundvall (NVSN 3761)
MCDONALD CARANO LLP
2300 West Sahara Avenue, Suite 1200
Las Vegas, Nevada 89102
Telephone: (702) 873-4100
lundvall@mcdonaldcarano.com

James V. Masella, III (admitted *pro hac vice*)
PATTERSON BELKNAP WEBB & TYLER LLP
1133 Avenue of the Americas
New York, NY 10036-6710
Telephone: (212) 336-2000
jmasella@pbwt.com

*Counsel for Defendants Robert Lee, Steven Roberts, Edward Yew, Brian Morales, and Jon Tondeur
and Nominal Defendant Zoompass Holdings, Inc.*

UNITED STATES DISTRICT COURT

DISTRICT OF NEVADA

VALERIE KLUGE, Derivatively on behalf of
Nominal Defendant, ZOOMPASS HOLDINGS
INC.,

Plaintiff,

v.

ROBERT LEE, STEVEN ROBERTS, EDWARD
(TED) YEW, JON TONDEUR AND BRIAN
MORALES,

Defendants,

and

ZOOMPASS HOLDINGS, INC.

Nominal Defendant.

Case No.: 2:17-cv-02578-APG-DJA

**STIPULATION AND
ORDER OF DISMISSAL**

[Caption continues on the following page]

MCDONALD  **CARANO**
2300 WEST SAHARA AVENUE, SUITE 1200 • LAS VEGAS, NEVADA 89102
PHONE 702.873.4100 • FAX 702.873.9966

AIRICK JOHNSON, Derivatively on behalf of
Nominal Defendant, ZOOMPASS HOLDINGS
INC.,
Plaintiff,
v.
ROBERT LEE, STEVE ROBERTS, EDWARD
YEW, BRIAN MORALES, AND JON
TONDEUR,
Defendants,
and
ZOOMPASS HOLDINGS, INC.,
Nominal Defendant.

Pursuant to F.R.C.P. 41(a)(1)(A)(i) and 23.1(c) of the Federal Rules of Civil Procedure, Plaintiffs VALERIE KLUGE and AIRICK JOHNSON (“Plaintiffs”) and Defendants JOHN ROBERT LEE, BRIAN MORALES, STEVE ROBERTS, JONATHAN TONDEUR, and EDWARD YEW (“Defendants”), and Nominal Defendant ZOOMPASS HOLDINGS, INC. (“Company”) stipulate and agree to dismiss without prejudice this consolidated action in its entirety, with each party to bear its own attorney’s fees and costs. Voluntary dismissal is appropriate under Fed. R. Civ. P. 41(a) given that Defendants have neither answered the complaints nor filed a motion for summary judgment. Notice of the voluntary dismissal is not required under Fed. R. Civ. P. 23.1(c) to protect the interests of the Company or absent shareholders because (i) neither Plaintiffs nor Plaintiffs’ counsel have received or will receive any compensation for this dismissal and (ii) the dismissal sought is without prejudice. The parties therefore respectfully request that the Court enter

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an Order dismissing this action with each party to bear its own attorney's fees and costs.

DATED this 27th day of May, 2020.

DATED this 27th day of May, 2020.

McDONALD CARANO LLP

ALBRIGHT, STODDARD, WARNICK &
ALBRIGHT

By: /s/ Pat Lundvall

Pat Lundvall (NSBN 3761)
2300 West Sahara Avenue, Suite 1200
Las Vegas, Nevada 89102
Telephone: (702) 873-4100
Email: lundvall@mcdonaldcarano.com

By: /s/ G. Mark Albright

G. Mark Albright, (NSBN 1394)
801 S. Rancho Dr., Suite D4
Las Vegas, NV 89106
Telephone: (702) 384-7111
gma@albrightstoddard.com
Co-Liaison Counsel for Plaintiffs

James V. Masella, III (admitted *pro hac vice*)
PATTERSON BELKNAP WEBB &
TYLER LLP
1133 Avenue of the Americas
New York, New York 10036
Tel: (212) 336-2000
Email: jmasella@pbwt.com

Nina Varindani (admitted *pro hac vice*)
FARUQI & FARUQI, LLP
685 Third Avenue, 26th Floor
New York, NY 10017
Telephone: (212) 983-9330
nvarindani@faruqilaw.com
Co-Lead Counsel for Plaintiffs

*Counsel for Defendants Robert Lee, Steven
Roberts, Edward Yew, Brian Morales, and
Jon Tondeur and for Nominal Defendant
Zoompass Holdings, Inc.*

LEVERTY & ASSOCIATES LAW CHTD.

By: /s/ Patrick R. Leverty

Patrick R. Leverty, (NSBN 8840)
Reno Gould House
832 Willow Street
Reno, Nevada 89502
Telephone: (775) 322-6636
Email: pat@levertylaw.com
Co-Liaison Counsel for Plaintiffs

Timothy W. Brown (*pro hac vice*
forthcoming)
THE BROWN LAW FIRM, P.C.
250 Townsend Square
Oyster Bay, New York 11771
Telephone: (516) 922-5427
Email: tbrown@thebrownlawfirm.net
Co-Lead Counsel for Plaintiffs

It is SO ORDERED this 27th day of May 2020.


UNITED STATES DISTRICT COURT JUDGE

CERTIFICATE OF SERVICE

I certify that I am an employee of McDonald Carano LLP, and that on the 27th day of May, 2020, a true and correct copy of the foregoing **STIPULATION AND [PROPOSED] ORDER OF DISMISSAL** was electronically filed with the Clerk of the Court by using CM/ECF service which will provide copies to all counsel of record registered to receive CM/ECF notification.

/s/ Beau Nelson

An employee of McDonald Carano LLP